


**REPORT OF ACTION OF THE SOLE STOCKHOLDER OF  
EMERGENCY PHYSICIAN CONSULTANTS INC.**

Dated as of February 14, 2022

The undersigned, being the sole stockholder of Emergency Physician Consultants Inc., a Delaware corporation (the "***Corporation***"), hereby designates Monica Saggar as the sole director of the Corporation and said person shall constitute the first board of directors of the Corporation.

  
\_\_\_\_\_  
Monica Saggar

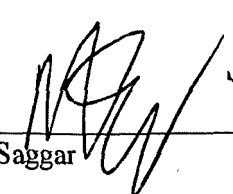
Being the sole stockholder of the Corporation

GOVERNMENT  
EXHIBIT

**12**

**AUTHENTICATION OF BOOK OF RECORDS**  
**EMERGENCY PHYSICIAN CONSULTANTS INC.**

The undersigned, being the sole director of Emergency Physician Consultants Inc. a corporation duly organized and existing under the laws of the State of Delaware, (the "*Corporation*"), does hereby adopt and identify this book with the records herein contained as the book of records of the Corporation and as the original record thereon as of the 14th day of February, 2022.

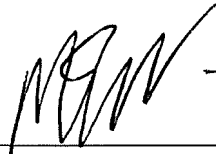
  
\_\_\_\_\_  
Monica Saggar

Being the sole director of the Corporation

**CALL AND WAIVER OF ORGANIZATIONAL MEETING OF  
THE FIRST BOARD OF DIRECTORS OF  
EMERGENCY PHYSICIAN CONSULTANTS INC.**

Dated as of February 14, 2022

The undersigned, being the sole director of Emergency Physician Consultants Inc., a Delaware corporation, (the “*Corporation*”) hereby calls the organizational meeting of the first board of directors, waive all notice thereof, whether provided by statute or otherwise, and consent and agree that such organizational meeting of the first board of directors shall be held at 916 Olive Street, St. Louis, MO 63101, on the 14th day of February, 2022, for the purpose of electing the Corporation’s officers, adopting the Corporation’s bylaws, issuing shares of stock of the Corporation, approving the Corporation’s Certificate of Incorporation, approving the Corporation’s form of stock certificate, and for the transaction of such other business as may come before the meeting.



\_\_\_\_\_  
Monica Saggar

Being the sole director of the Corporation

**MINUTES OF THE ORGANIZATIONAL MEETING  
OF THE FIRST BOARD OF DIRECTORS OF  
EMERGENCY PHYSICIAN CONSULTANTS INC.**

Dated as of February 14, 2022

Pursuant to the provisions of the Delaware General Corporation Law, the organizational meeting of the first board of directors of Emergency Physician Consultants Inc., a Delaware corporation, (the "**Corporation**") was held at 916 Olive Street, St. Louis, MO 63101, on the 14th day of February, 2022, at the hour of 1:00 p.m. pursuant to the Call and Waiver of Organizational Meeting of the First Board of Directors of the Corporation by the sole director of the Corporation.

The sole director of the Corporation was present, being: Monica Saggar

Upon motion duly made, seconded and unanimously carried, Monica Saggar was chosen to act as chairman of the organizational meeting and secretary of the organizational meeting.

The Certificate of Incorporation of the Corporation as filed in the office of the Delaware Department of State (Division of Corporations) on February 14, 2022, was presented and read to the meeting.

**THEREUPON** the following resolution was offered:

**"RESOLVED**, that the Certificate of Incorporation of Emergency Physician Consultants Inc. as filed in the office of the Delaware Department of State (Division of Corporations) be and same are hereby approved."

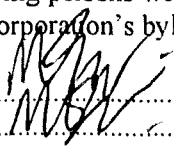
On motion duly made, said resolution was adopted by the sole director of the Corporation.

Next, the chairman of the organizational meeting presented a set of bylaws to govern the affairs of the Corporation.

**THEREUPON** the following resolution was offered:

**"RESOLVED**, that the bylaws were adopted by the sole director of the Corporation. A copy of said bylaws are inserted in the Corporation's corporate record book immediately after these minutes."

The Chairman of the organizational meeting called for the nomination of officers of the Corporation. Thereupon, the following persons were nominated as officers of the Corporation to serve for the term provided in the Corporation's bylaws:

Monica Saggar ..........President  
Monica Saggar .....Secretary

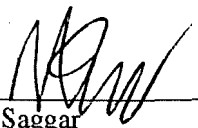
No further nominations being made, the nominations were closed, and the sole director of the Corporation proceeded to vote on said nominees. The sole director of the Corporation present at the meeting having voted, and the vote having been counted, the secretary of the organizational meeting announced the aforesaid nominees had been duly elected to the offices set after their names by the unanimous vote of the sole director of the Corporation present at the meeting to serve for the term provided in the Corporation's bylaws.

The secretary of the organizational meeting then presented to the meeting a form of certificate for shares of stock of the Corporation.

There being no further or other business to come before the meeting, on motion duly made, seconded and carried, the meeting adjourned by the sole director of the Corporation.


**IN WITNESS WHEREOF**, the Chairman of the Meeting has executed these Minutes effective as of the date first above written.

**CHAIRMAN OF THE  
ORGANIZATIONAL MEETING:**

  
\_\_\_\_\_  
Monica Saggar

APPROVED:

**SECRETARY OF THE  
ORGANIZATIONAL MEETING:**

  
\_\_\_\_\_  
Monica Saggar

**MINUTES OF THE FIRST MEETING  
OF THE SOLE STOCKHOLDER OF  
EMERGENCY PHYSICIAN CONSULTANTS INC.**

Dated as of February 14, 2022

The first meeting of the sole stockholder of Emergency Physician Consultants Inc. (the "**Corporation**"), a Delaware corporation, was held at 916 Olive Street, St. Louis, MO 63101, on the 14th day of February, 2022, pursuant to the Call and Waiver of Notice of the First Meeting of the Sole Stockholder of the Corporation executed by the sole stockholder of the Corporation.

The following stockholder of the Corporation was present:

<b><u>NAME</u></b>	<b><u>NUMBER OF SHARES</u></b>
Monica Saggar	100

Upon motion duly made and unanimously carried, Monica Saggar was chosen as chairman and secretary of the meeting by the sole stockholder of the Corporation.

The chairman of the meeting reported that the Secretary of State of Delaware had filed the Certificate of Incorporation of the Corporation in its office on February 14, 2022 and had issued a Certificate of Incorporation on said date, and that the meeting of the first board of directors of the Corporation had been held on February 14, 2022.

The Certificate of Incorporation of the Corporation as filed with the office of the Secretary of State of Delaware and as previously approved at the meeting of the first board of directors of the Corporation were presented, read and unanimously approved by the sole stockholder of the Corporation.

The secretary of the meeting then stated that the Bylaws of the Corporation provided for at least one (1) director and that the sole stockholder of the Corporation had designated in writing the first board of directors of the Corporation. The secretary of the meeting called for ratification of the first board of directors designated by the sole stockholder of the Corporation. Thereupon, the sole stockholder of the Corporation ratified the following person as the sole director of the Corporation:

Monica Saggar

A set of bylaws to govern the affairs of the Corporation was presented and the same had been adopted at the meeting of the first board of directors of the Corporation. On motion duly made and unanimously approved, said bylaws as adopted at the meeting of the first board of directors of the Corporation were ratified by the sole stockholder of the Corporation.


The secretary of the meeting recounted the actions taken at the organizational meeting of the first board of directors of the Corporation. On motion made and unanimously approved, the

actions taken at the meeting of the first board of directors of the Corporation were ratified by the sole stockholder of the Corporation.

There being no further or other business to come before the meeting, on motion duly made and unanimously carried, the meeting was adjourned by the sole stockholder of the Corporation.


**IN WITNESS WHEREOF**, the Chairman of the Meeting has executed these Minutes effective as of the date first above written.

**CHAIRMAN OF THE  
ORGANIZATIONAL MEETING:**

  
\_\_\_\_\_  
Monica Saggar

APPROVED:

**SECRETARY OF THE  
ORGANIZATIONAL MEETING:**

  
\_\_\_\_\_  
Monica Saggar

**CALL AND WAIVER OF NOTICE OF FIRST MEETING  
OF THE SOLE STOCKHOLDER OF  
EMERGENCY PHYSICIAN CONSULTANTS INC.**

Dated as of February 14, 2022

The undersigned, being the sole stockholder of Emergency Physician Consultants Inc. (the “***Corporation***”), a Delaware corporation, hereby calls the first meeting of the stockholders of the Corporation, waives all notice thereof, whether provided by statute or otherwise, and consents and agrees that such first meeting of the stockholders shall be held at 916 Olive Street, St. Louis, MO 63101, on the 14th day of February, 2022, for the purpose of approving and ratifying the actions taken at the meeting of the first board of directors of the Corporation and transacting such other business as may come before the meeting.



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Monica Saggar

Being the sole stockholder of the Corporation